IN THE CHANCERY COURT FOR LEWIS COUNTY AT HOHENWALD, TENNESSEE

IN RE:)		
SENTINEL TRUST COMPANY)	NO.	4781
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MOTION FOR APPROVAL OF RECEIVER, OUTSIDE COUNSEL AND THIRD PARTY CONTRACTORS FEES

Kevin P. Lavender, Commissioner of the Department of Financial Institutions for the State of Tennessee, and Jeanne Barnes Bryant, Receiver of Sentinel Trust Company, move this Court for an Order approving the fees presented for payment by the Receiver, outside counsel and third party contractors. Pursuant to the attached Order of this Court, all Receiver, counsel fees and fees for third party litigation support are filed with the Court under seal and amounts of fees and time frames covered (as shown herein) are sent to non-privileged parties.

- 1. The Commissioner of Financial Institutions entered a Notice of Possession for Sentinel Trust Company on May 18, 2004, and subsequently filed a Notice of Liquidation on June 18, 2004.
- 2. Pursuant to Tenn. Code Ann. § 45-2-1502(b)(2), the Commissioner appointed Jeanne Barnes Bryant as Receiver for Sentinel Trust Company.
- 3. Pursuant to Tenn. Code Ann. § 45-2-1504(h)(1)(A), compensation for the Receiver is fixed by the Commissioner of the Department of Financial Institutions, and is payable from the funds or assets of the receivership estate. The Receiver will be reimbursed monthly for work incurred for the receivership estate, in the amount of \$115.00 per hour. The Receiver submits invoices to the Commissioner and the Tennessee Department of Financial

Institutions on a monthly basis for approval prior to payment. These invoices are reviewed and paid after approval of the Commissioner and his staff.

- 4. The Receiver, Jeanne Barnes Bryant, performed work for this receivership, as shown on the attached Exhibit for the period of March 1, 2005 March 31, 2005 in the amount of \$9,596.75 (detailed invoices of which are filed Under Seal). Those working under Ms. Bryant (Mr. Spaulding, Ms. Batey, Mr. Moore and Ms. Forton) have performed work for the receivership as shown in the attached material for the period March 1, 2005 March 31, 2005 in the amount of \$7,328.13 (detailed invoices of which are filed Under Seal). The Commissioner and his staff have determined these fees to be reasonable, appropriate and necessary for the services rendered for the receivership. These fees have been approved for payment. See also Affidavits of Jeanne Barnes Bryant and Commissioner Kevin P. Lavender filed herewith.
- 5. The fee arrangements with outside counsel and the third party contractors were originally negotiated between the parties pursuant to the Notice of Possession dated May 18, 2004. The hourly rate agreed to regarding services performed by the outside counsel of Wyatt, Tarrant & Combs has been \$175/hour. In support of this Motion, the Receiver would rely upon her affidavit filed herewith, the affidavit of Commissioner Lavender filed herewith and the billing statements attached hereto (detailed invoices of which are filed Under Seal).
- 6. The Receiver, the Commissioner and his staff have reviewed all of the Wyatt, Tarrant & Combs outside counsel's billings, and have found the fees to be fair, reasonable and proper for the services provided. The Receiver, the Commissioner and his staff have also reviewed the billings of Receivership Management, Inc. and have found these fees to be fair, reasonable and proper for the services provided.

- There are counsel and other independent contractors both previously engaged by Sentinel Trust and engaged by the Receiver after the institution of this receivership which are pursuing various defaulted bond issues and other matters in several states. As believed to be necessary by the Receiver, counsel retained prior to the institution of the Sentinel Trust receivership have been instructed to continue work on a number of default issues. Depending on the work completed during each monthly reporting period to the Court, the counsel will be listed separately, and approval requested for payment. The counsel work for which approval for payment for invoices presented to the Receiver during this time period is listed below. The Receiver has reviewed the invoices submitted by Ramey & Flock, Waller Lansden Dortch & Davis PLLC, Paul Williams, Moore & Van Allen PLLC and Heartfield & McGinnis LLP (detailed invoices being filed Under Seal). The Receiver believes this work to have been necessary and reasonable concerning the matters completed.
 - 8. The billings so reviewed, and for which Court approval is sought, are as follows:
 - A. Invoices for Jeanne Barnes Bryant for March 1, 2005 through March 31, 2005 in the amount of \$9,596.75.
 - B. Invoices for Receivership Management, Inc. for March 1, 2005 through March 31, 2005 in the amount of \$7,328.13.
 - C. Invoices for Wyatt, Tarrant & Combs for March 1, 2005 through March 31, 2005 in the amount of \$39,053.15 (\$17,808.17 on general Sentinel receivership estate and litigation work; \$5,443.61 on the Atlantic Community/Ft. Pierce, Florida/Hernando County, Florida defaulted bond matters, \$5,359.20 on the Pine Bluff, Arkansas defaulted bond matter; \$1,927.22 on the Tarrant County, Texas defaulted bond matter; \$553.74 on

the Texas Choice/Harvest Community/Houston, Texas defaulted bond matter; \$1,292.76 on the Park Place/Tyler, Texas defaulted bond matter; \$690.64 on the Niceville, Florida defaulted bond matter; \$162.15 on the Namor/SEC matter, \$3.90 on the Metro Nashville Davidson County/Maplecrest defaulted bond matter; \$1,085.00 on the Charlotte, North Carolina/Roseland defaulted bond matter; and \$4,726.76 on the Houston County, Georgia defaulted bond matter).

- D. Invoices for Ramey & Flock for February 1, 2005 through March 31, 2005 in the amount of \$3,031.87 in relation to the Park Place/Tyler, Texas defaulted bond matter.
- E. Invoices for Waller Lansden Dortch & Davis for March 1, 2005 through March 31, 2005 in the amount of \$303.32 in relation to the Tarrant County, Texas defaulted bond matter.
- F. Invoices for Paul Williams for January 1, 2005 through March 31, 2005 in the amount of \$1,062.50 (\$342.87 on general Sentinel receivership estate and litigation work: \$52.07 on the Atlantic Community/Ft. Pierce, Florida/Hernando County, Florida defaulted bond matters, \$60.76 on the Lee County, Alabama defaulted bond matter; \$26.79 on the Tarrant County, Texas defaulted bond matter; \$31.25 on the City of Pearsall, Texas defaulted bond matter; \$113.54 on the Metro Nashville Davidson County/Thompson Place defaulted bond matter; \$47.60 on the Park Place/Tyler, Texas defaulted bond matter; \$20.83 on the Niceville, Florida defaulted bond matter; \$13.89 on the Sullivan County, Tennessee defaulted bond matter, \$60.76 on the Nashville

Metro Davidson County/Maplecrest defaulted bond matter; \$26.79 on the Charlotte, North Carolina/Roseland defaulted bond matter; \$13.89 on the Toombs County, Georgia defaulted bond matter; \$15.62 on the Jose Eber defaulted bond matter; \$15.62 on the Washington County, Mississippi defaulted bond matter; \$47.62 on the Jefferson County, Arkansas defaulted bond matter; \$26.79 on the Rusk County, Texas defaulted bond matter; \$26.04 on the Dade City, Florida defaulted bond matter; and \$119.77 on the Houston County, Georgia defaulted bond matter).

- G. Invoices for Moore & Van Allen, PLLC for March 1, 2005 through March 31, 2005 in the amount of \$736.58 in relation to the Charlotte, North Carolina/Roseland defaulted bond matter.
- H. Invoices for Heartfield & McGinnis, LLP for March 1, 2005 through March 31, 2005 in the amount of \$345.16 in relation to the Tarrant County, Texas defaulted bond matter.

Accordingly, the Commissioner and Receiver respectfully move this Court for an Order approving the fees set forth in the attached schedule as indicated pursuant to T.C.A. Section 45-2-1504(h)(1)(A).

Respectfully submitted,

J. Graham Matherne, BPR #11294 Wyatt, Tarrant & Combs, LLP 2525 West End Avenue, Suite 1500 Nashville, TN 37203-1423 (615) 244-0020

Counsel for Jeanne Barnes Bryant and Receivership Management, Inc., Receiver of Sentinel Trust Company

Jenet M. Kleinfelter (G. G. Mother-Jenet M. Kleinfelter upperviseer) Attorney General's Office 425 5th Avenue North P.O. Box 20207 Nashville, TN 37243

Counsel for Commissioner Kevin P. Lavender

THIS MOTION IS SET TO BE HEARD ON THE 20TH DAY OF JUNE, 2005 AT 9:00 A.M. IN HOHENWALD, LEWIS COUNTY, TENNESSEE.

CERTIFICATE OF SERVICE

This is to certify that on June ______, 2005 a copy of the foregoing Motion has been sent by First Class U.S. Mail, postage paid, and also by facsimile transmission as noted, to:

James S. Chase John A. Decker Hunton & Williams LLP 900 South Gay Street, Suite 2000 P.O. Box 951 Knoxville, TN 37901

Donald Schwendimann 12 East Fourth Avenue P.O. Box 366 Hohenwald, TN 38462 also via fax (931-796-5692)

David D. Peluso 106 East Main Street Hohenwald, TN 38462

William B. Hubbard Weed, Hubbard, Berry & Doughty SunTrust Bank Bldg., Suite 1420 201 Fourth Avenue North Nashville, TN 37219 Carrol Kilgore
Branstetter, Kilgore, Stranch & Jennings
227 Second Avenue North, 4th Floor
Nashville, TN 37201
also via fax (615-255-5419)

Larry Stewart Stokes, Bartholomew, Evans & Petree 424 Church Street, Suite 2800 Nashville, TN 37219

James S. Hereford, Jr. 310 W. College Street P.O. Box 802 Fayetteville, TN 37334-0802

Diana M. Thimmig
Roetzel & Andress
1375 East Ninth Street
One Cleveland Center, Ninth Floor
Cleveland, OH 44114

J. Graham Matherne

45281650.1

IN THE CHANCERY COURT OF LEWIS COUNTY AT HOHENWALD, TENNESSEE

In Re: Sentinel Trust Company)

Case No. 4781

11:56 AN JUNE 30 2009 JANET WILLIAMS, CLERK & MASTER BY: SILLA WW D.C.

ORDER ALLOWING THE FILING OF FEE SUMMARY
STATEMENTS OF RECEIVER, OUTSIDE COUNSEL AND
THIRD PARTY LITIGATION SUPPORT CONTRACTORS AND
ALLOWING THE FILING UNDER SEAL OF INVOICES CONTAINING
DETAILED DESCRIPTION OF SERVICES RENDERED

Through Motion filed on June 18, 2004, the Receiver of Sentinel Trust Company has requested that in relation to reporting fee information to the Court 1) the detailed invoices relating to fees of herself, outside counsel and third party litigation support contractors be filed under seal, and 2) summaries of such fees be filed publicly. This Motion was heard on June 30, 2004. The Court is persuaded the Motion has merit and the relief requested should be granted.

Accordingly, the instant Motion is granted and the Court hereby ORDERS the following:

- a) Public filing regarding fees of the Receiver, outside counsel and third party litigation support contractors shall be limited to summaries of such information -- i.e., name of recipient, time over which services were rendered and amount billed, and
- b) Filing of the detailed invoices of services of the Receiver, outside counsel and third party litigation support contractors shall be UNDER SEAL and are to be free from public dissemination, distribution and circulation.

It is so ORDERED, this the **Solution** day of June, 2004

Chancellor Chancellor

Submitted and Approved for Entry:

J Graham Matherne

Wyatt, Tarrant & Combs 2525 West End Avenue, Suite 1500 Nashville, TN 37203-1423

(615) 244-0020

Counsel for Jeanne Barnes Bryant and Receivership Management, Inc. Receiver of Sentinel Trust Company

CERTIFICATE OF SERVICE

This is to certify that on June $\frac{1}{3}$, 2004 a copy of the foregoing Notice has been sent by First Class U.S., postage paid, and/or by facsimile transmission to:

Danny Bates 205 Bastin Road Hohenwald, TN 38462

Howard W. Cochran 3636 Mahlon Moore Road Spring Hill, TN 37174

Gary L. O'Brien 63 Shady Lane Hohenwald, TN 38462

William H. Farmer Farmer & Luna 333 Union Street, Suite 300 Nashville, TN 37201 [FAX] (615) 254-7123

Clifton T. Bates 312 Bastin Road Hohenwald, TN 38462 Bradley S. Lancaster 8448 Indian Hills Drive Nashville, TN 37221

Danny N. Bates Registered Agent for Sentinel Trust Company 29 West Main Street Hohenwald, TN 38462

Donald Schwendimann 306 W. Main Street P.O. Box 366 Hohenwald, TN 38462 [FAX] (931) 796-5692

Cecil D. Branstetter
Branstetter, Kilgore, Stranch & Jennings
227 Second Avenue, North
4th Floor
Nashville, TN 37201
[FAX] (615) 255-5419

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IN THE CHANCERY COURT FOR LEWIS COUNTY AT HOHENWALD, TENNESSEE

IN RE: SENTINEL TRUST COMPANY)) No. 4781)	

AFFIDAVIT OF COMMISSIONER KEVIN P. LAVENDER

- I, Kevin P. Lavender, after having been first duly sworn, do attest as follows:
- 1. I am of majority age and have personal knowledge of the facts set forth herein.
- 2. I am the Commissioner of the Tennessee Department of Financial Institutions. I took emergency possession of Sentinel Trust Company on May 18, 2004 and appointed Receivership Management, Inc. as the Receiver for Sentinel Trust Company.
- 3. Either I, or my staff at my direction, have reviewed the fees and invoices contained in this filing for the services performed by the Receiver for the period March 1, 2005 March 31, 2005.
- 4. Based on the recommendations of my staff, I have determined that the rates being charged by the Receiver are either at a discounted or market rate for the services provided.
- 5. Either I, or my staff at my direction, have reviewed the invoices and fees presented by the Receiver and I have determined that all of the services noted are fair, reasonable, and proper for the services provided, and that they are necessary costs of this receivership. The invoices and fees attached as Exhibits to the Motion note the work performed, the amount charged, and the person performing the work. No billings were excessive or duplicative.
- 6. Furthermore, either I, or my staff have reviewed the fees for Legal Counsel and Third Party Contractors approved by the Receiver and presented with this filing, and based on the recommendations of the Receiver, I have determined that these fees are fair, reasonable and proper for the services provided. All fees will be reviewed on a monthly basis prior to payment.

FURTHER AFFIANT SAITH NOT.

	1	revini i . Davondoi
Subscribed and sw	vorn to before me by Kevin P. I	Lavender, on this the 12th day
My Commission Expires:	My Commission Expires NOV. 25, 2006	Notary Public
y Commission Expires.		NOTAGE OF THE
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IN THE CHANCERY COURT FOR LEWIS COUNTY AT HOHENWALD, TENNESSEE

IN RE:)		
SENTINEL TRUST COMPANY))	NO.	4781
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AFFIDAVIT OF JEANNE BARNES BRYANT

- I, Jeanne Barnes Bryant, after being duly sworn, state as follows:
- 1. I am of majority age and have personal knowledge of the facts set forth herein. I submit this Affidavit in support of the Motion for approval of fees as Receiver and for approval of counsel and third party contractor fees.
- 2. As Receiver appointed by the Commissioner, I have been responsible for the administration Notice of Possession entered by the Commissioner on May 18, 2004.
- 3. As Receiver, I have filed for interim fees in the Sentinel receivership in the amount of \$9,596.75. This amount is due for the period of time March 1, 2005 March 31, 2005.
- 4. The fees presented for approval were necessary for the work provided and are not duplicative or excessive. I believe the fees presented for approval are fair, reasonable, and proper for the services provided.
- 5. I am responsible for engaging and approving all third party contractors and for approving fees of legal counsel engaged by the Commissioner, all of whose fees are contained in this Motion. The invoices and fees attached as Exhibits to the Motion note the work performed, the amount charged, and the person performing the work. The invoices are filed with the Court under seal. I have determined that the rates being charged by the contractors and counsel are either at a discounted or market rate in their area for the services provided.
- 6. I have reviewed the individual invoices submitted for work by all the third party contractors. I have also reviewed the billings submitted for work by outside counsel for the period of March 1, 2005 through March 31, 2005. I have determined that the fees were necessary for the work provided and are not duplicative or excessive. I have submitted all invoices to the Department for approval on a monthly basis. All invoices may be paid subsequent to receiving approval from the Commissioner each month.

7. I believe that all fees presente reasonable, and proper for the necessary s	d for approval contained in this filing are fair, services provided.
FURTHER AFFIANT SAITH NOT.	JEANNE BARNES BRYANT (5835)
STATE OF TENNESSEE)	
COUNTY OF DAVIDSON)	
Sworn to and subscribed before me this _	3 day of May, 2005.
	May D. Datey Notary Public
My commission expires: 5-19	-07

9,-

INTERIM FEE SCHEDULE

<u>DATE</u>	DESCRIPTION	AMOUNT
03/05	Jeanne Barnes Bryant - March Fees	9,596.75
	TOTAL RECEIVER FEES	\$9,596.75

THIRD PARTY SCHEDULE

<u>DATE</u>	DESCRIPTION	<u>AMOUNT</u>
	Receivership Management, Inc.	
03/05	Billy Spaulding - March 2005	4,662.00
03/05	Mary Batey - March 2005	857.50
03/05	Sarah Forton - March 2005	735.00
03/05	Rob Moore - March 2005	100.00
03/05	Operating Cost - March 2005	973.63
	TOTAL RMI FEES	\$7,328.13
	TOTAL THIRD PARTY FEES	\$7,328.13

OUTSIDE COUNSEL

DATE	DESCRIPTION		<u>AMOUNT</u>
03/05	Wyatt Tarrant & Combs - March 2005	INV 623613	\$553.74
03/05	Wyatt Tarrant & Combs - March 2005	INV 623643	\$17,808.17
03/05	Wyatt Tarrant & Combs - March 2005	INV 623645	\$5,443.61
03/05	Wyatt Tarrant & Combs - March 2005	INV 623646	\$162.15
03/05	Wyatt Tarrant & Combs - March 2005	INV 623647	\$3.90
03/05	Wyatt Tarrant & Combs - March 2005	INV 623648	\$5,359.20
03/05	Wyatt Tarrant & Combs - March 2005	INV 623649	\$1,927.22
03/05	Wyatt Tarrant & Combs - March 2005	INV 623650	\$1,292.76
03/05	Wyatt Tarrant & Combs - March 2005	INV 623651	\$690.64
03/05	Wyatt Tarrant & Combs - March 2005	INV 623652	\$4,726.76
03/05	Wyatt Tarrant & Combs - March 2005	INV 625336	\$1,085.00
	TOTAL WYATT, TARRANT & COM	BS FEES	\$39,053.15
03/05	Ramey & Flock - February 2005 INV 53443		\$379.87
03/05	Ramey & Flock - February 2005 INV 53442		\$1,250.50
03/05	Ramey & Flock - March 2005 INV 53838		\$1,267.00
03/05	Ramey & Flock - March 2005 INV 53837		\$134.50
	TOTAL RAMEY & FLOCK FE	ES	\$3,031.87
03/05	Waller Lansden Dortch & Davis - March 2005	INV 10246674	\$303.32
	TOTAL WALLER LANSDEN F	EES	\$303.32
03/05	Paul Williams - January through March 2005		\$1,062.50
	TOTAL PAUL WILLAIMS FEI	ES	\$1,062.50
03/05	Moore & Van Allen PLLC - March 2005	INV 377344	\$736.58
	TOTAL MOORE & VAN ALLEN	FEES	\$736.58
03/05	Heartfield & McGinnis LLP - March 2005	INV 4156	\$345.16
TOTAL HEARTFIELD & MCGINNIS FEES		\$345.16	
	TOTAL OUTSIDE COUNSEL FI	EES	\$44,532.58